

ORIGINAL

RECEIVED

RECEIVED THE

RECEIVED

stockholders. In those cases, the acquiring stockholders increased their rights to control the corporation's affairs by obtaining additional stock. In a partnership, however, general partners have equal rights of control over partnership affairs regardless of their equity interests. Revised Uniform Limited Partnership Act §403, Uniform Partnership Act §18(e). Thus, when Ms. Norris transferred her equity to Mr. Dowdy, he did not obtain any additional rights of control vis-a-vis Mr. Williams, the other remaining general partner. Since Class is not bringing in a new general partner who would obtain control rights in the partnership, a strong argument could be made that it would still be entitled to 100 percent integration credit.

There is no reason for the staff to consider such matters, however. Once the Class and GAF applications are designated for hearing, the Presiding Judge appointed to hear the proceeding will determine what degree of integration credit Class is entitled to. The acceptance of this amendment for reporting purposes would in no way prevent the Presiding Judge from considering the effect, if any, of the transfer from Ms. Norris to Mr. Dowdy on Class' comparative standing. Indeed, the Presiding Judge would be in a better position to make that determination because ALJs customarily make those determinations and because the Presiding Judge will have the advantages of discovery, hearing exhibits, and oral examination. GAF is asking the staff to make an abstract

legal ruling when the Presiding Judge will have every opportunity to rule with all the pertinent facts before him.

There is also no reason for the staff to consider GAF's other arguments at this time. Whether Mr. Dowdy's qualitative attributes are greater than Ms. Norris' attributes is a matter best decided by the Presiding Judge after he has considered the evidence. Furthermore, it is not for the staff to decide whether Ms. Norris should be deposed. It is the Presiding Judge who controls the use of discovery procedures. Section 1.313 of the Commission's rules. The staff need not do anything other than accept the amendment for reporting purposes and rule that Class may not receive any comparative upgrading from its amendment.

Accordingly, Class asks that its amendment be accepted for reporting purposes and subject to the understanding that it may not receive any comparative upgrading from the amendment.

Respectfully submitted,

CLASS ENTERTAINMENT & COMMUNICATIONS,
L.P.

By: *Merland Belield*

CERTIFICATE OF SERVICE

I, Brenda E. Domyan, do hereby certify that on the 6th day of April 1992, a copy of the foregoing "Reply To Comments On Petition For Leave To Amend" was sent first-class mail, postage prepaid to the following:

John T. Scott, III. Esq.
Crowell & Moring
1001 Pennsylvania Avenue, NW
Washington, DC 20004
Counsel for GAF Broadcasting Company, Inc.

Aaron I. Fleischman, Esq.
Fleischman and Walsh, P.C.
1400 16th Street, NW
Washington, DC 20036
Co-Counsel for GAF Broadcasting Company, Inc.

David M. Rice, Esq.
Attorney At Law
One Old Country Road
Carle Place, NY 11514
Counsel for The Listeners' Guild, Inc.

David E. Honig, Esq.
1800 NW 187th Street
Miami, FL 33056
Counsel for NAACP

Harry F. Cole
Bechtel & Cole, Chartered
1901 L Street, NW, Suite 250
Washington, DC 20036
Counsel for The Fidelio Group, Inc.


Brenda E. Domyan